

COURT OF APPEAL FOR ONTARIO

CITATION: Sotiropoulou v. Beaudin, 2014 ONCA 168

DATE: 20140303

DOCKET: C57740

Feldman, MacFarland and Epstein JJ.A.

BETWEEN

Maria Sotiropoulou and Apostolos Papatolikas

Appellants

and

Gilles Beaudin and Marie Hersa Pierre-Louis

Respondents

William Ribeiro, for the appellants

Karey Anne Dhirani, for the respondents

Heard and released orally: February 14, 2014

On appeal from the decision of Justice David G. Stinson of the Superior Court of Justice, dated September 30, 2013.

ENDORSEMENT

[1] The parties had negotiations, including a meeting, an offer by the appellants and a counter-offer by the respondents. The respondents' counter-offer provided by its terms that it would become null and void at 8:00 p.m. on March 15, 2012, if not accepted.

[2] It was not accepted within the time specified. There was no communication of the acceptance of the counter-offer and nothing heard from the appellants until their lawyer's requisition letter of March 23, 2012. By that time the respondents' counter-offer had expired.

[3] In our view, there was no error on the part of the motion judge to have concluded that there was never a meeting of the minds and no binding agreement.

[4] Counsel submits that the terms of the respondents' counter-offer were not essential terms of the agreement. However, the law is clear. As Professor Fridman notes, "[m]ore than once has it been said that an acceptance must correspond precisely to the terms of the offer": G.H.L. Fridman, *The Law of Contract in Canada*, 6th ed. (Toronto: Carswell, 2011), at p. 57. Otherwise, the purported acceptance is "at most a counter-offer, and a further communication of assent will be required from the offeror" before a contract is formed: S.D. Waddams, *The Law of Contracts*, 6th ed. (Toronto: Canada Law Book, 2010), at para. 60.

[5] The appeal is dismissed.

[6] Costs to the respondents fixed in the amount of \$6,500.00 inclusive of HST and disbursements.

"K. Feldman J.A."

“J. MacFarland J.A.”

“Gloria Epstein J.A.”